



The David J. Joseph Company

RECORDATION NO. 25156 FILED

AUG 19 '04

11-25 AM

SURFACE TRANSPORTATION BOARD



August 17, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of April 29, 2004 between the following parties:

Lessee: Tennessee Valley Authority  
1101 Market Street  
Chattanooga, TN 37402

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, ninety-two (92) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated April 29, 2004 related to ninety-two (92) railcars bearing reporting marks JTSX 900880-900971, inclusive.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

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MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

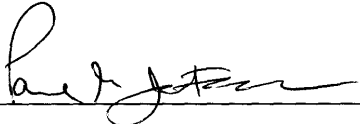
SURFACE TRANSPORTATION BOARD

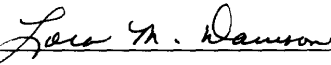
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 29<sup>th</sup> day of April, 2004, is intended to evidence the lease dated as of April 29, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **TENNESSEE VALLEY AUTHORITY**, a corporation organized and existing under an Act of Congress ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ninety-two (92) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

TENNESSEE VALLEY AUTHORITY

By: 

By: 

Name: Paul G. Jantsch

Name: LORA M. Dawson

Title: Executive Vice President

Title: TRANSPORTATION SPECIALIST

Date: April 29, 2004

Date: MAY 3, 2004

STATE OF OHIO       )  
                              )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of April, 2004,  
by Paul G. Jantsch, the Executive Vice President of The David J. Joseph Company, a  
Delaware corporation, on behalf of the corporation.



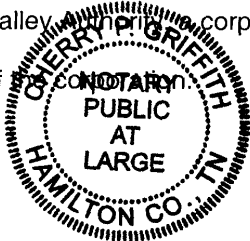
LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires  
July 22, 2007

Linda M. Baughman  
Notary Public

STATE OF Tennessee       )  
                              )  
COUNTY OF Hamilton     )

SS:

The foregoing instrument was acknowledged before me this 3rd day of May,  
2004, by Lera M. Dawson, the Contract Administrator of Tennessee  
Valley, a corporation organized and existing under an Act of Congress, on behalf  
of it.



Cherry P. Griffith  
Notary Public

My Commission expires:

Oct. 17, 2007

**EXHIBIT A**

To the Memorandum of Lease dated April 29, 2004, between The David J. Joseph Company and Tennessee Valley Authority.

**DESCRIPTION OF UNITS**

Ninety-two (92) railcars bearing reporting marks as follows:

JTSX 900880-900971, INCLUSIVE